

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
In re: : Chapter 11
LEHMAN BROTHERS HOLDINGS INC., et al., : Case No. 08-13555 (JMP)
Debtors. : (Jointly Administered)
----- X

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

CLAIMS HAVE BEEN FILED IN THESE CASES or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2) of the Federal Rules of Bankruptcy Procedure, of the transfer, other than for security, of the claims referenced in this evidence and notice.

Name of Transferee:

Franz Family Capital, LLC

Name and Address where notices to Transferee should be sent:

Franz Family Capital, LLC
6 Bayer Lane
Boonton, New Jersey 07005
Attn: Lee M. Levitt, Esquire
Tel: (973) 884-9200
Email: LeeLevittEsq@gmail.com

Name and Address where transferee payments should be sent (if different from above):

Name of Transferor:

Soneet R. Kapila, in his capacity as Chapter 7 Trustee for each of the following converted cases (collectively, the "Chapter 7 Cases"):


- Fontainebleau Las Vegas Retail, LLC (Bankr. S.D.Fla., case no. 09-36197)
- Fontainebleau Las Vegas, LLC (Bankr. S.D.Fla., case no. 09-21482)
- Fontainebleau Las Vegas Capital Corp. (Bankr. S.D.Fla., case no. 09-21483)
- Fontainebleau Las Vegas Retail Parent, LLC (Bank. S.D.Fla., case no. 09-36187)

-Fontainebleau Las Vegas Retail Mezzanine, LLC (Bankr. S.D.Fla., case no. 09-36191)
-Fontainebleau Las Vegas Holdings, LLC (Bankr. S.D.Fla., case no. 09-21481),

Claims Transferred:

Court Claim #	Amount of Claim [Principal Amount]	Date Claim Filed
67159	See Proof of Claim	October 28, 2010
67162	See Proof of Claim	October 28, 2010
67163	See Proof of Claim	October 28, 2010
67164	See Proof of Claim	October 28, 2010
67165	See Proof of Claim	October 28, 2010
67166	See Proof of Claim	October 28, 2010

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: 
Transferee/Transferee's Agent

Date: 12/20/13

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF TRANSFER OF CLAIMS

For good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, Soneet R. Kapila, in his capacity as Chapter 7 Trustee (the "Seller") for each of the following converted cases (collectively, the "Chapter 7 Cases"):

- Fontainebleau Las Vegas Retail, LLC (Bankr. S.D.Fla., case no. 09-36197)
- Fontainebleau Las Vegas, LLC (Bankr. S.D.Fla., case no. 09-21482)
- Fontainebleau Las Vegas Capital Corp. (Bankr. S.D.Fla., case no. 09-21483)
- Fontainebleau Las Vegas Retail Parent, LLC (Bank. S.D.Fla., case no. 09-36187)
- Fontainebleau Las Vegas Retail Mezzanine, LLC (Bankr. S.D.Fla., case no. 09-36191)
- Fontainebleau Las Vegas Holdings, LLC (Bankr. S.D.Fla., case no. 09-21481),

does hereby unconditionally and irrevocably sell, transfer and assign unto:

Franz Family Capital, LLC
6 Bayer Lane
Boonton, New Jersey 07005
Attn: Lee M. Levitt, Esquire
Tel: (973) 884-9200
Email: LeeLevittEsq@gmail.com

its successors and assigns ("Buyer"), a 100% undivided interest in and to all rights, title and interest in and to the claims of Seller, as reflected in Claim Numbers 67159, 67162, 67163, 67164, 67165 and 67166 set forth above, including all rights of interest, fees and other amounts related thereto (collectively, the "Claims") against Lehman Brothers Holdings Inc. and its affiliated debtors, as debtors and debtors in possession (collectively the "Debtors"), whose chapter 11 bankruptcy cases are currently pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") under the case caption, "In re Lehman Brothers Holdings Inc., et al. (Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered))", or any other court with jurisdiction over the bankruptcy cases of the Debtors.

Seller hereby waives any objection to the transfer of the Claims assigned herein (the "Transferred Claim") to Buyer on the books and records of the Debtors and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the Transferred Claims and recognizing the Buyer as the sole owner and holder of the Transferred Claims. Seller hereby appoints Buyer as its true and lawful attorney-in-fact with respect to the Transferred Claims and authorizes Buyer to act in Seller's name, place and stead, to negotiate, demand, sue for, compromise and recover all such sums of money and other consideration or distributions which now are, or may hereafter become due and payable for or on account of the Transferred Claims, and to do all things necessary to enforce the Transferred Claims and Seller's rights related thereto.


Seller further directs the Debtors, the Bankruptcy Court and all other interested parties that all further notices relating to the Transferred Claims, and all payments or distributions of money or property in respect of the Transferred Claims, shall be delivered or made to the Buyer

IN WITNESS WHEREOF, the undersigned has duly executed this Evidence of Transfer of Claims by its duly authorized representative dated June ___, 2013.

SELLER:

Soneet R. Kapila, in his capacity as Chapter 7 Trustee for each of the following converted cases:

- Fontainebleau Las Vegas Retail, LLC (Bankr. S.D.Fla., case no. 09-36197)
- Fontainebleau Las Vegas, LLC (Bankr. S.D.Fla., case no. 09-21482)
- Fontainebleau Las Vegas Capital Corp. (Bankr. S.D.Fla., case no. 09-21483)
- Fontainebleau Las Vegas Retail Parent, LLC (Bank. S.D.Fla., case no. 09-36187)
- Fontainebleau Las Vegas Retail Mezzanine, LLC (Bankr. S.D.Fla., case no. 09-36191)
- Fontainebleau Las Vegas Holdings, LLC (Bankr. S.D.Fla., case no. 09-21481)

By: 
Name: Soneet R. Kapila
Title: Chapter 7 Trustee for each of the Chapter 7 Cases
Date: June 17, 2013

BUYER:

Franz Family Capital, LLC

By: _____
Name:
Title:
Date:

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SELLER:

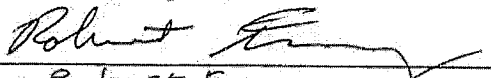
Soneet R. Kapila, in his capacity as Chapter 7 Trustee for each of the following converted cases:

- Fontainebleau Las Vegas Retail, LLC (Bankr. S.D.Fla., case no. 09-36197)
- Fontainebleau Las Vegas, LLC (Bankr. S.D.Fla., case no. 09-21482)
- Fontainebleau Las Vegas Capital Corp. (Bankr. S.D.Fla., case no. 09-21483)
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- Fontainebleau Las Vegas Holdings, LLC (Bankr. S.D.Fla., case no. 09-21481)

By: _____
Name: _____
Title: _____
Date: _____

BUYER:

Franz Family Capital, LLC

By:  _____
Name: Robert Franz
Title: Managing Partner
Date: 6/21/13

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